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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
_____)	

**NOTICE OF FILING OF (I) SECOND AMENDED JOINT CHAPTER 11
PLAN PROPOSED BY RESIDENTIAL CAPITAL, LLC, ET AL. AND
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS AND
(II) BLACKLINES OF SECOND AMENDED JOINT CHAPTER 11 PLAN**

PLEASE TAKE NOTICE that on August 23, 2013, the Plan Proponents filed the *Notice of Filing of Corrected Solicitation Version of the Disclosure Statement and Joint Chapter 11 Plan*, which included as an exhibit the *Plan Proponents' Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* [Docket No. 4819] (the "Initial Plan").

PLEASE TAKE FURTHER NOTICE that on November 13, 2013, the Plan Proponents filed the proposed *First Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* [Docket No. 5722].

PLEASE TAKE FURTHER NOTICE that on November 18, 2013, the Plan Proponents filed the revised proposed *First Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* [Docket No. 5854] (the “Revised First Amended Plan”).

PLEASE TAKE FURTHER NOTICE that the Plan Proponents hereby submit the *Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* (the “Second Amended Plan”), annexed hereto as Exhibit 1.

PLEASE TAKE FURTHER NOTICE that a comparison of the Initial Plan and the Second Amended Plan is attached hereto as Exhibit 2, reflecting changes made since the Initial Plan was filed on August 23, 2013.

PLEASE TAKE FURTHER NOTICE that a comparison of the Revised First Amended Plan and the Second Amended Plan is attached hereto as Exhibit 3, reflecting changes made since the Revised First Amended Plan was filed on November 18, 2013.

PLEASE TAKE FURTHER NOTICE that the Second Amended Plan, among other things, reflects a settlement (the “JSN Settlement”) among the Plan Proponents and certain of the Junior Secured Noteholders, the Ad Hoc Group, the Junior Secured Notes Indenture Trustee, and the Junior Secured Notes Collateral Agent (each as defined in the Second Amended Plan). The JSN Settlement has the support of Ally and certain of the Consenting Claimants and resolves the JSN Adversary Proceeding as well as the pending objections to confirmation filed by the Junior Secured Notes Indenture Trustee, the Junior Secured Notes Collateral Agent and the Ad Hoc Group.

PLEASE TAKE FURTHER NOTICE that this notice shall serve as notice of the
Second Amended Plan pursuant to Rule 3019(a) of the Federal Rules of Bankruptcy Procedure.

PLEASE TAKE FURTHER NOTICE that a copy of the Revised First Amended Plan
and the Further Revised First Amended Plan may be obtained via PACER at
<http://www.nysb.uscourts.gov> or from the Debtors' restructuring website at
www.kcellc.net/rescap.

Dated: December 3, 2013

Respectfully submitted,

/s/ Gary S. Lee

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-and-

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